

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	No. 17 BK 3283-LTS
THE COMMONWEALTH OF PUERTO RICO, <i>et</i>	(Jointly Administered)
<i>al.</i>	
Debtors. ¹	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	
EMPLOYEES RETIREMENT SYSTEM OF THE	No. 17 BK 3566-LTS
GOVERNMENT OF THE COMMONWEALTH OF	(Joint Administration Requested)
PUERTO RICO (“ERS”), ²	
Debtor.	

-----X

In re:	PROMESA
	Title III
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	
as representative of	
PUERTO RICO HIGHWAYS AND	No. 17 BK 3567-LTS
TRANSPORTATION AUTHORITY (“HTA”), ³	(Joint Administration Requested)
Debtor.	

-----X

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); and (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474).

² The last four (4) digits of ERS’s federal tax identification number are 9686.

³ The last four (4) digits of HTA’s federal tax identification number are 3808.

**NOTICE OF FILING OF REVISED PROPOSED ORDER REGARDING
MOTION FOR ORDER (A) PURSUANT TO PROMESA SECTION 304(g),
DIRECTING JOINT ADMINISTRATION OF INITIAL TITLE III CASES
AND ADDITIONAL TITLE III CASES AND (B) PURSUANT TO SECTION
105(a) OF THE BANKRUPTCY CODE, MAKING CERTAIN ORDERS ENTERED
ON FIRST DAY PLEADINGS APPLICABLE TO THE ADDITIONAL TITLE III CASES**

PLEASE TAKE NOTICE that on June 9, 2017, the (a) Commonwealth of Puerto Rico, (b) Puerto Rico Sales Tax Financing Corporation, (c) Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and (d) Puerto Rico Highways and Transportation Authority (collectively, the “Debtors”), by and through the Financial Oversight and Management Board for Puerto Rico, as the Debtors’ representative pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* filed the *Motion for Order (A) Pursuant to PROMESA Section 304(g), Directing Joint Administration of Initial Title III Cases and Additional Title III Cases and (B) Pursuant to Section 105(a) of the Bankruptcy Code, Making Certain Orders Entered on First Day Pleadings Applicable to the Additional Title III Cases* [ECF No. 298] (the “Joint Administration Motion”). Attached as Exhibit A to the Joint Administration Motion is the Debtors’ initial proposed order in connection therewith (the “Initial Proposed Order”).

PLEASE TAKE FURTHER NOTICE that certain objections with respect to the Joint Administration Motion (the “Objections”)⁴ were filed with the Court.

PLEASE TAKE FURTHER NOTICE that on June 24, 2017, the Debtors filed the *Omnibus Reply of Debtors to Objections to Motion for Order (A) Pursuant to PROMESA Section 304(g), Directing Joint Administration of Initial Title III Cases and Additional Title III Cases and (B) Pursuant to Section 105(a) of the Bankruptcy Code, Making Certain Orders Entered on First Day Pleadings Applicable to the Additional Title III Cases* [ECF No. 448] (the “Omnibus

⁴ See n. 7 in the Omnibus Reply (as defined herein) for a list of the Objections.

Reply”). Attached as Exhibit A to the Omnibus Reply is the Debtors’ first revised proposed order in connection with the Joint Administration Motion (the “First Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a second revised proposed order, in the form attached hereto as **Exhibit A**, reflecting further revisions made in an effort to resolve the remaining objection of Peaje Investments LLC (the “Second Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that a redline of the Second Revised Proposed Order against the Initial Proposed Order is attached hereto as **Exhibit B**, demonstrating cumulative changes incorporated into the Second Revised Proposed Order.

PLEASE TAKE FURTHER NOTICE that a redline of the Second Revised Proposed Order against the First Revised Proposed Order is attached hereto as **Exhibit C**, demonstrating incremental changes incorporated into the Second Revised Proposed Order.

PLEASE TAKE FURTHER NOTICE that copies of the foregoing documents, and all documents filed in these title III cases are available (a) free of charge by visiting <https://cases.primeclerk.com/puertorico> or by calling +1 (844) 822-9231, and (b) on the Court’s website at <http://www.prd.uscourts.gov>, subject to the procedures and fees set forth therein.

[Remainder of Page Intentionally Left Blank]

Dated: June 27, 2017
San Juan, Puerto Rico

Respectfully submitted,

/s/ Martin J. Bienenstock

Martin J. Bienenstock

Paul V. Possinger

Ehud Barak

Maja Zerjal

(Admitted *Pro Hac Vice*)

PROSKAUER ROSE LLP

Eleven Times Square

New York, NY 10036

Tel: (212) 969-3000

Fax: (212) 969-2900

*Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*

/s/ Hermann D. Bauer

Hermann D. Bauer

USDC No. 215205

O'NEILL & BORGES LLC

250 Muñoz Rivera Ave., Suite 800

San Juan, PR 00918-1813

Tel: (787) 764-8181

Fax: (787) 753-8944

*Co-Attorneys for the Financial Oversight and
Management Board as representative for the
Debtors*